



# State of California

## Secretary of State

Form GP-2

### STATEMENT OF DENIAL

**A \$30.00 filing fee must accompany this form.**  
**IMPORTANT – Read instructions before completing this form.**

1. NAME OF PARTNERSHIP

2. SECRETARY OF STATE FILE NUMBER

3. FACT DENIED, WHICH MAY INCLUDE DENIAL OF AUTHORITY OR STATUS AS A PARTNER:

4. NUMBER OF PAGES ATTACHED, IF ANY:

5. I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT.

THIS SPACE FOR FILING USE ONLY

DOCUMENT # \_\_\_\_\_

\_\_\_\_\_  
SIGNATURE OF PARTNER

\_\_\_\_\_  
DATE EXECUTED

\_\_\_\_\_  
TYPE OR PRINT NAME OF PARTNER

\_\_\_\_\_  
COUNTY AND STATE EXECUTED

6. RETURN TO:

NAME:

ADDRESS:

CITY:

STATE:

ZIP CODE:



**Secretary of State**  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## **EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)**

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

## INSTRUCTIONS FOR COMPLETING THE STATEMENT OF DENIAL (FORM GP-2)

For easier completion, this form is available in a “fillable” version online at the Secretary of State’s website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Document Filing Support Unit, P O Box 944225, Sacramento, CA 94244-2250 or can be delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

**FILING FEE:** The filing fee is \$30.00. Make the check(s) payable to the Secretary of State and send the executed document and filing fee to the address stated above.

- Statutory filing provisions can be found in California Corporations Code section 16304. All statutory references are to the California Corporations Code, unless otherwise stated.
- A Statement of Partnership Authority (Form GP-1) must be filed with the Secretary of State of California prior to filing a Statement of Denial (Form GP-2).
- A partner or other person named as a partner in a filed Statement of Partnership Authority (Form GP-1) or in a list maintained by an agent pursuant subdivision (b) of Section 16303 may file a Statement of Denial (Form GP-2).
- In order for a statement to be effective for real estate transfers, a certified copy of the statement issued by the Secretary of State, must be recorded in the office for recording transfers of real property. (Section 16105(b).)

- **Complete the Statement of Denial (Form GP-2) as follows:**

**Item 1.** Enter the name of the partnership as filed with the Secretary of State of California.

**Item 2.** Enter the file number issued to the partnership by the Secretary of State of California.

**Item 3.** Enter the fact that is being denied; that may include denial of a person’s authority or status as a partner. Attach additional pages, if necessary, and indicate the number of pages attached in Item 4.

**Item 4.** Enter the number of pages attached, if any.

**Item 5.** The Statement of Denial (Form GP-2) shall be executed with an original signature.

**Item 6.** Enter the name and mailing address of the person or firm to whom a copy of the filing is to be returned.

- The original and at least two copies of the document should be included with your submittal. The Secretary of State will certify two copies of the filed document without charge, provided that the copies are submitted to this office along with the original to be filed. Any additional copies submitted with the original will be certified upon request and the payment of the \$8.00 (per copy) certification fee.
- For further information contact the Business Filings Section at (916) 657-5448.